

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re ) **Chapter 11**  
 )  
SEARS HOLDINGS CORPORATION, *et al.* ) **Case No. 18-23538 (RDD)**  
 )  
 ) **(Jointly Administered)**  
Debtors.  
-----X

**DECLARATION OF JULIE HOLLENBACK IN SUPPORT OF MOTION FOR  
PAYMENT OF PACA TRUST CLAIM**

The undersigned Julie Hollenback, being of legal age, sound mind, and under penalty of perjury, states as follows:

1. I am the Accounting Manager and records custodian of Caito Foods, LLC (“Caito Foods”) based in Indianapolis, Indiana. In this capacity, I am familiar with the records relating to the sales transactions between Caito Foods and Debtor Kmart Corporation (“Kmart”).

2. Caito Foods maintains active licensing in good standing with the U.S. Department of Agriculture as a produce dealer, being Perishable Agricultural Commodities Act (“PACA”) license number 20170299, and was so licensed at the time of the sales transactions with Kmart.

3. Kmart maintains active licensing in good standing with the U.S. Department of Agriculture as a produce dealer, being PACA license number 20030998, and was so licensed at the time of the sales transactions with Caito Foods.

4. Caito Foods serviced two (2) Kmart locations for which it is currently unpaid: a) K-Fresh, Store Number 4214, Des Plaines, IL and b) Big K, Store Number 9348, Norridge, IL.

5. Between August 7, 2018 and October 9, 2018, Caito Foods sold, on credit, wholesale quantities of perishable agricultural commodities (“Produce”) to the Des Plaines, IL Kmart for the amount of \$10,986.36, all of which remains unpaid despite due demand. *See*, Caito

Foods' Statement of Account, attached as an exhibit hereto and incorporated herein by reference, which I hereby authenticate as true and correct.

6. Between August 7, 2018 and October 9, 2018, Caito Foods sold, on credit, wholesale quantities of Produce to the Norridge, IL Kmart for the amount of \$26,459.08, all of which remains unpaid despite due demand. *See*, Caito Foods' Statement of Account, attached as an exhibit hereto and incorporated herein by reference, which I hereby authenticate as true and correct.

7. Kmart ordered, received, and accepted the Produce, and did not reject any shipment.

8. All shipments of Produce from Caito Foods to Kmart were properly and timely invoiced.

9. As a PACA licensee, Caito Foods included on the face of each and every invoice issued to Kmart the exact language prescribed by statute [7 U.S.C. §499(e)(c)(4)] as notification of its intent to preserve the benefits of the PACA statutory trust. Caito Foods also included bargained terms and conditions of sale on the face of each and every invoice for interest at 1½% per month (18% per annum) for unpaid and past due invoices and for attorney fees necessary to collect overdue accounts. *See*, Caito Foods' representative unpaid invoice attached hereto and incorporated herein by reference, which I hereby authenticate as true and correct.

10. Also attached hereto and incorporated herein is an excel spreadsheet which calculates accrued interest on the unpaid principal balance which I have reviewed and hereby authenticate as true and correct. The accrued interest through the April 10, 2019 Proof of Claim deadline is \$3,776.97.

11. According to our records, the last payment received from Kmart was on October 1, 2018.

12. Caito Foods requests payment of its PACA trust claim in the principal amount of \$37,445.44, plus accrued interest of \$3,776.97, for a principal and interest total of **\$41,222.41**, plus its attorney fees incurred herein.

SWORN Declaration pursuant to 28 U.S.C. §1746.

3/19/19  
DATED

Julie Hollenback  
JULIE HOLLENBACK, ACCOUNTING MANAGER  
CAITO FOODS, LLC  
INDIANAPOLIS, INDIANA



# STATEMENT OF ACCOUNT

## Caito Foods LLC

3120 North Post Road - Indianapolis, IN 46226  
Phone: (317) 897-2009 - Fax: (317) 897-5305  
info@caitofoods.com - www.caitofoods.com

Statement Number: **308253**

Page: **1 of 2**

Date: **10/12/18**

Account: **11882**

Billing Address:

**KMART CORPORATION  
3333 BEVERLY ROAD  
HOFFMAN ESTATES IL 60179**

Sold To: **128877**

**KFresh #4214 Des Plaines**

Document Type	Invoice Number	Pay Item	Invoice Date	Remark	Previous Balance	New Invoices	Invoice Adjustments	Outstanding Balance
Invoice	6964788	001	08/07/2018	Sales Order6938327	96.00			96.00
Invoice	6964789	001	08/07/2018	Sales Order6950933	292.96			292.96
Invoice	6968311	001	08/09/2018	Sales Order6956088	222.00			222.00
Invoice	6968312	001	08/09/2018	Sales Order6956122	307.52			307.52
Invoice	6971136	001	08/11/2018	Sales Order6961615	263.60			263.60
Invoice	6976840	001	08/14/2018	Sales Order6968566	106.20			106.20
Invoice	6976841	001	08/14/2018	Sales Order6968578	304.04			304.04
Invoice	6980481	001	08/16/2018	Sales Order6974418	342.42			342.42
Invoice	6983961	001	08/18/2018	Sales Order6979516	317.24			317.24
Invoice	6988917	001	08/21/2018	Sales Order6986702	216.90			216.90
Invoice	6988918	001	08/21/2018	Sales Order6986748	347.99			347.99
Invoice	6991997	001	08/23/2018	Sales Order6992368	264.00			264.00
Invoice	6991998	001	08/23/2018	Sales Order6992385	222.54			222.54
Invoice	6995695	001	08/25/2018	Sales Order6997904	271.52			271.52
Invoice	7000391	001	08/28/2018	Sales Order7002065	291.68			291.68
Invoice	7003867	001	08/30/2018	Sales Order7007775	349.50			349.50
Invoice	7008067	001	09/01/2018	Sales Order7016389	346.16			346.16
Invoice	7013132	001	09/04/2018	Sales Order7022650	316.00			316.00
Invoice	7013133	001	09/04/2018	Sales Order7022690	267.33			267.33
Invoice	7016605	001	09/06/2018	Sales Order7027627	250.00			250.00
Invoice	7016606	001	09/06/2018	Sales Order7027664	258.94			258.94
Invoice	7019949	001	09/08/2018	Sales Order7033073	314.70			314.70
Invoice	7024892	001	09/11/2018	Sales Order7027650	72.00			72.00
Invoice	7024893	001	09/11/2018	Sales Order7040292	282.02			282.02
Invoice	7029499	001	09/13/2018	Sales Order7027651	158.50			158.50
Invoice	7029500	001	09/13/2018	Sales Order7045557	238.38			238.38
Invoice	7032352	001	09/15/2018	Sales Order7050992	366.42			366.42
Invoice	7038174	001	09/18/2018	Sales Order7058166	510.74			510.74
Invoice	7041654	001	09/20/2018	Sales Order7062986	117.50			117.50
Invoice	7041655	001	09/20/2018	Sales Order7063059	290.16			290.16
Invoice	7044473	001	09/22/2018	Sales Order7068406	271.67			271.67
Invoice	7049686	001	09/25/2018	Sales Order7075863	156.00			156.00
Invoice	7049687	001	09/25/2018	Sales Order7075906	256.94			256.94
Invoice	7053071	001	09/27/2018	Sales Order7081090	397.44			397.44
Invoice	7056566	001	09/29/2018	Sales Order7085405	318.05			318.05
Invoice	7061642	001	10/02/2018	Sales Order7093931	108.00			108.00
Invoice	7061643	001	10/02/2018	Sales Order7093975	171.58			171.58
Invoice	7066518	001	10/04/2018	Sales Order7097982	155.84			155.84
Invoice	7066519	001	10/04/2018	Sales Order7098001	247.28			247.28
Invoice	7069177	001	10/06/2018	Sales Order7101018		382.68		382.68
Invoice	7074164	001	10/09/2018	Sales Order7106723		246.00		246.00
Invoice	7074165	001	10/09/2018	Sales Order7106754		269.92		269.92
					10,087.76	898.60		10,986.36



# STATEMENT OF ACCOUNT

## Caito Foods Service, Inc.

3120 North Post Road - Indianapolis, IN 46226  
Phone: (317) 897-2009 - Fax: (317) 897-5305  
info@caitofoods.com - www.caitofoods.com

Statement Number: **308253**  
Page: **2 of 2**  
Date: **10/12/18**  
Account: **11882**

Billing Address:

**KMART CORPORATION**  
**3333 BEVERLY ROAD**  
**HOFFMAN ESTATES IL 60179**

Sold To: **128885**  
**Big K #9348 Norridge**

Document Type	Invoice Number	Pay Item	Invoice Date	Remark	Previous Balance	New Invoices	Invoice Adjustments	Outstanding Balance
Invoice	6964787	001	08/07/2018	Sales Order6950940	709.43			709.43
Invoice	6968310	001	08/09/2018	Sales Order6956161	895.70			895.70
Invoice	6971135	001	08/11/2018	Sales Order6961612	1,085.90			1,085.90
Invoice	6976839	001	08/14/2018	Sales Order6968845	544.80			544.80
Invoice	6980480	001	08/16/2018	Sales Order6973984	779.02			779.02
Invoice	6983960	001	08/18/2018	Sales Order6979537	1,309.12			1,309.12
Invoice	6988916	001	08/21/2018	Sales Order6986752	923.03			923.03
Invoice	6991996	001	08/23/2018	Sales Order6990746	951.37			951.37
Invoice	6995694	001	08/25/2018	Sales Order6997887	1,524.05			1,524.05
Invoice	7000390	001	08/28/2018	Sales Order7004960	639.24			639.24
Invoice	7003866	001	08/30/2018	Sales Order7010304	673.19			673.19
Invoice	7008066	001	09/01/2018	Sales Order7015833	1,024.51			1,024.51
Invoice	7013131	001	09/04/2018	Sales Order7022908	879.28			879.28
Invoice	7016603	001	09/06/2018	Sales Order7016604	61.60			61.60
Invoice	7016604	001	09/06/2018	Sales Order7027615	816.05			816.05
Invoice	7019856	001	09/08/2018	Sales Order1953009	-11.52			-11.52
Invoice	7019948	001	09/08/2018	Sales Order7033317	1,347.89			1,347.89
Invoice	7024891	001	09/11/2018	Sales Order7040434	864.48			864.48
Invoice	7029497	001	09/13/2018	Sales Order7040791	61.60			61.60
Invoice	7029498	001	09/13/2018	Sales Order7045582	498.85			498.85
Invoice	7032350	001	09/15/2018	Sales Order7050822	1,600.60			1,600.60
Invoice	7032351	001	09/15/2018	Sales Order7052604	108.68			108.68
Invoice	7038173	001	09/18/2018	Sales Order7058057	618.92			618.92
Invoice	7041653	001	09/20/2018	Sales Order7063325	779.43			779.43
Invoice	7044471	001	09/22/2018	Sales Order7064461	61.60			61.60
Invoice	7044472	001	09/22/2018	Sales Order7069136	1,152.32			1,152.32
Invoice	7049685	001	09/25/2018	Sales Order7076198	779.61			779.61
Invoice	7053070	001	09/27/2018	Sales Order7081319	464.67			464.67
Invoice	7056565	001	09/29/2018	Sales Order7086653	1,192.19			1,192.19
Invoice	7061641	001	10/02/2018	Sales Order7094021	971.68			971.68
Invoice	7066517	001	10/04/2018	Sales Order7098141	535.49			535.49
Invoice	7069174	001	10/06/2018	Sales Order7102001		1,620.58		1,620.58
Invoice	7069175	001	10/06/2018	Sales Order7102021		102.72		102.72
Invoice	7069176	001	10/06/2018	Sales Order7103450		79.30		79.30
Invoice	7074166	001	10/09/2018	Sales Order7106794		813.70		813.70
					23,842.78	2,616.30		26,459.08

TOTAL CURRENT BALANCE DUE **37,445.44**

Remit To: **Caito Foods Service, Inc.**  
**Attention: Accounts Receivable**

ACCOUNT SUMMARY  
Previous Balance **33,930.54**  
New Invoices **3,514.90**  
Adjustments  
Current Balance Due **37,445.44**

Payment Terms **Net 7 Days**

Current	7-13	14-20	21-27	28-34	35-44	Over 44
3,514.90	3,700.11	3,540.25	4,392.45	3,826.90	18,470.83	



# Billing Invoice

## Caito Foods LLC.

3120 North Post Road - Indianapolis, IN 46226  
Phone: (317) 897-2009 - Fax: (317) 897-5305  
info@caitofoods.com - www.caitofoods.com

Invoice Number: 6964787 RI  
Order Number 6950940 SO  
PO Number:  
Related PO Number: 569368

Page: 1 of 1  
Requested Date: 8/7/18  
Invoice Date: 8/7/18  
CFS Manager:

**Sold To:**

BIG K STORE #9348 NORRIDGE  
4201 NORTH HARLEM AVE  
NORRIDGE IL 60706-1277

**Ship To:**

BIG K STORE #9348 NORRIDGE  
4201 NORTH HARLEM AVE  
NORRIDGE IL 60706-1277

Carrier:

Shipped By: CFS Indianapolis

Payment Terms: Net 7 Days

Quantity		Item Information	UPC / PLU	Price	
Order	Shipped			Unit	Extended
7	7	385322 - Banana 13/3#	0643126071631	15.86	111.02
1	1	385499 - Banana Plantain 10#	0000000042352	5.85	5.85
1	1	346000 - Blueberry 12/1pt	0812049006901	23.28	23.28
1	1	11222855 - LEMON 18/2LB	0845857000663	73.80	73.80
2	2	364122 - Lime Seedless 17/2#	0033383146836	28.39	56.78
1	1	367261 - Orange Valencia CH 10/4#	0033383110004	38.00	38.00
1	1	352000 - Watermelon Mini Sdls 8ct	0000000034210	13.20	13.20
2	2	269392 - Avocado Pro Ripe 60ct	0000000040464	58.20	116.40
1	1	386435 - Mango 12ct	0000000040518	7.32	7.32
1	1	106512 - Carrot Peeled 30/1#	0033383666020	26.40	26.40
1	1	114120 - Cauliflower 12ct	0033383699998	19.32	19.32
1	1	106800 - Celery Sleeved 30ct Dole	0071430047002	24.60	24.60
1	1	115286 - Corn Bi-Color 4ct 12/20z	0033383701219	28.32	28.32
1	1	108892 - Mush White Whole 12/8z	0033383450803	14.16	14.16
1	1	102109 - Onion Yellow Prepack 16/3#	0033383600024	20.64	20.64
1	1	100143 - Potato Mcrw SvryHrb Crmr 8/1#	0629307015045	22.72	22.72
1	1	100005 - Potato Russet Poly 10/5#	0033383530109	19.30	19.30
1	1	172128 - Salad Classic Romaine 12/9z	0071430010693	12.24	12.24
1	1	107340 - Cucumber Super Select Bushel	0000000040624	24.60	24.60
1	1	107395 - Cucumber Sdls 12ct	0033383671017	11.76	11.76
1	1	105040 - Tomato Hydro Beefsteak 12/4ct	0826920000131	18.00	18.00
1	1	380114 - Cup Pineapple Purely 12/7z	0810051010534	9.48	9.48
1	1	500501 - Juice Kiwi Strawberry 24/20z	0018397000022	12.24	12.24

31 31

Pay this amount: **\$709.43**

"The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5(c) of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received."

"Full payment includes any attorney fees incurred to collect the proceeds, plus interest at the rate of 18% per annum on the unpaid balance."

Doc: R5542565A

PACA TRUST CHART

PACA Trust Creditor: Caito Foods, LLC

SEARS HOLDINGS CORPORATION

United States Bankruptcy Court for the Southern District of New York, Case No. 18-23538 (RDD)

Invoice Number	Invoice Date	Payment Due Date	Invoice Balance	Number of Days Overdue 4/10/19	Accrued Interest through 4/10/19*	PACA Trust Amount
6964787	08/07/2018	8/17/18	\$709.43	236	\$82.57	\$792.00
6964788	08/07/2018	8/17/18	\$96.00	236	\$11.17	\$107.17
6964789	08/07/2018	8/17/18	\$292.96	236	\$34.10	\$327.06
6968310	08/09/2018	8/19/18	\$895.70	234	\$103.36	\$999.06
6968311	08/09/2018	8/19/18	\$222.00	234	\$25.62	\$247.62
6968312	08/09/2018	8/19/18	\$307.52	234	\$35.49	\$343.01
6971135	08/11/2018	8/21/18	\$1,085.90	232	\$124.24	\$1,210.14
6971136	08/11/2018	8/21/18	\$263.60	232	\$30.16	\$293.76
6976839	08/14/2018	8/24/18	\$544.80	229	\$61.53	\$606.33
6976840	08/14/2018	8/24/18	\$106.20	229	\$11.99	\$118.19
6976841	08/14/2018	8/24/18	\$304.04	229	\$34.34	\$338.38
6980480	08/16/2018	8/26/18	\$779.02	227	\$87.21	\$866.23
6980481	08/16/2018	8/26/18	\$342.42	227	\$38.33	\$380.75
6983960	08/18/2018	8/28/18	\$1,309.12	225	\$145.26	\$1,454.38
6983961	08/18/2018	8/28/18	\$317.24	225	\$35.20	\$352.44
6988916	08/21/2018	8/31/18	\$923.03	222	\$101.05	\$1,024.08
6988917	08/21/2018	8/31/18	\$216.90	222	\$23.75	\$240.65
6988918	08/21/2018	8/31/18	\$347.99	222	\$38.10	\$386.09
6991996	08/23/2018	9/2/18	\$951.37	220	\$103.22	\$1,054.59
6991997	08/23/2018	9/2/18	\$264.00	220	\$28.64	\$292.64
6991998	08/23/2018	9/2/18	\$222.54	220	\$24.14	\$246.68
6995694	08/25/2018	9/4/18	\$1,524.05	218	\$163.85	\$1,687.90
6995695	08/25/2018	9/4/18	\$271.52	218	\$29.19	\$300.71
7000390	08/28/2018	9/7/18	\$639.24	215	\$67.78	\$707.02
7000391	08/28/2018	9/7/18	\$291.68	215	\$30.93	\$322.61
7003866	08/30/2018	9/9/18	\$673.19	213	\$70.71	\$743.90
7003867	08/30/2018	9/9/18	\$349.50	213	\$36.71	\$386.21
7008066	09/01/2018	9/11/18	\$1,024.51	211	\$106.61	\$1,131.12
7008067	09/01/2018	9/11/18	\$346.16	211	\$36.02	\$382.18
7013131	09/04/2018	9/14/18	\$879.28	208	\$90.19	\$969.47
7013132	09/04/2018	9/14/18	\$316.00	208	\$32.41	\$348.41
7013133	09/04/2018	9/14/18	\$267.33	208	\$27.42	\$294.75
7016603	09/06/2018	9/16/18	\$61.60	206	\$6.26	\$67.86
7016604	09/06/2018	9/16/18	\$816.05	206	\$82.90	\$898.95
7016605	09/06/2018	9/16/18	\$250.00	206	\$25.40	\$275.40
7016606	09/06/2018	9/16/18	\$258.94	206	\$26.31	\$285.25
7019856	09/08/2018	9/18/18	-\$11.52			
7019948	09/08/2018	9/18/18	\$1,347.89	204	\$135.60	\$1,483.49
7019949	09/08/2018	9/18/18	\$314.70	204	\$31.66	\$346.36
7024891	09/11/2018	9/21/18	\$864.48	201	\$85.69	\$950.17
7024892	09/11/2018	9/21/18	\$72.00	201	\$7.14	\$79.14
7024893	09/11/2018	9/21/18	\$282.02	201	\$27.95	\$309.97
7029497	09/13/2018	9/23/18	\$61.60	199	\$6.05	\$67.65
7029498	09/13/2018	9/23/18	\$498.85	199	\$48.96	\$547.81
7029499	09/13/2018	9/23/18	\$158.50	199	\$15.55	\$174.05
7029500	09/13/2018	9/23/18	\$238.38	199	\$23.39	\$261.77
7032350	09/15/2018	9/25/18	\$1,600.60	197	\$155.50	\$1,756.10
7032351	09/15/2018	9/25/18	\$108.68	197	\$10.56	\$119.24
7032352	09/15/2018	9/25/18	\$366.42	197	\$35.60	\$402.02
7038173	09/18/2018	9/28/18	\$618.92	194	\$59.21	\$678.13
7038174	09/18/2018	9/28/18	\$510.74	194	\$48.86	\$559.60
7041653	09/20/2018	9/30/18	\$779.43	192	\$73.80	\$853.23
7041654	09/20/2018	9/30/18	\$117.50	192	\$11.13	\$128.63
7041655	09/20/2018	9/30/18	\$290.16	192	\$27.47	\$317.63
7044471	09/22/2018	10/2/18	\$61.60	190	\$5.77	\$67.37
7044472	09/22/2018	10/2/18	\$1,152.32	190	\$107.97	\$1,260.29
7044473	09/22/2018	10/2/18	\$271.67	190	\$25.46	\$297.13
7049685	09/25/2018	10/5/18	\$779.61	187	\$71.89	\$851.50
7049686	09/25/2018	10/5/18	\$156.00	187	\$14.39	\$170.39

7049687	09/25/2018	10/5/18	\$256.94	187	\$23.69	\$280.63
7053070	09/27/2018	10/7/18	\$464.67	185	\$42.39	\$507.06
7053071	09/27/2018	10/7/18	\$397.44	185	\$36.26	\$433.70
7056565	09/29/2018	10/9/18	\$1,192.19	183	\$107.59	\$1,299.78
7056566	09/29/2018	10/9/18	\$318.05	183	\$28.70	\$346.75
7061641	10/02/2018	10/12/18	\$971.68	180	\$86.25	\$1,057.93
7061642	10/02/2018	10/12/18	\$108.00	180	\$9.59	\$117.59
7061643	10/02/2018	10/12/18	\$171.58	180	\$15.23	\$186.81
7066517	10/04/2018	10/14/18	\$535.49	178	\$47.01	\$582.50
7066518	10/04/2018	10/14/18	\$155.84	178	\$13.68	\$169.52
7066519	10/04/2018	10/14/18	\$247.28	178	\$21.71	\$268.99
7069174	10/06/2018	10/16/18	\$1,620.58	176	\$140.66	\$1,761.24
7069175	10/06/2018	10/16/18	\$102.72	176	\$8.92	\$111.64
7069176	10/06/2018	10/16/18	\$79.30	176	\$6.88	\$86.18
7069177	10/06/2018	10/16/18	\$382.68	176	\$33.21	\$415.89
7074164	10/09/2018	10/19/18	\$246.00	173	\$20.99	\$266.99
7074165	10/09/2018	10/19/18	\$269.92	173	\$23.03	\$292.95
7074166	10/09/2018	10/19/18	\$813.70	173	\$69.42	\$883.12
** Add daily interest in the amount of			\$18.47	4/10/19		
*** Add attorney's fees incurred						
TOTAL			\$37,445.44		\$3,776.97	\$41,222.41

\* Calculated at the rate of 18.00% annually  
 \*\* Add daily interest in the amount of \$18.47 from 4/10/19  
 \*\*\* Claimant reserves the right to include recoverable attorney's fees within Claimaint's PACA trust claim